

**IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

SMALL VENTURES USA, L.P.

Plaintiff / Counter-Defendant

v.

**RIZVI TRAVERSE MANAGEMENT, LLC,
MLRT FILM HOLDINGS, LLC, SUHAIL
RIZVI, JOHN GIAMPETRONI, DIANE
STIDHAM, AND DANNY MANDEL**

**Defendants / Counter-
Plaintiffs**

v.

**WILLIAM O. PERKINS, III, KAYLA
BRUZZESE, AND OMAR HANEEF**

Counter-Defendants

Civil Action No. 4:11-CV-3072

Judge Ewing Werlein, Jr.

**DEFENDANTS' MOTION TO DISMISS COUNTS I, II AND III
OF PLAINTIFF'S SECOND AMENDED COMPLAINT**

Defendants Rizvi Traverse Management, LLC, MLRT Film Holdings, LLC, Suhail Rizvi, John Giampetroni, Diane Stidham, and Danny Mandel (collectively "Defendants"), move to dismiss pursuant to Fed. R. Civ. P. 12(b)(6) Plaintiff Small Ventures USA, L.P.'s ("SMV") federal securities fraud claims contained in Counts I, II and III of the Second Amended Complaint. SMV has failed to state a claim because Defendants disclosed to SMV in writing the very facts that they are accused of misrepresenting, omitting, or deceptively concealing. SMV also has failed to plead justifiable reliance or loss causation. Further, because SMV has not pled

an actionable claim under § 10(b) or Rule 10b-5, SMV's claim for "control person liability" under § 20(a) cannot survive. Defendants rely on the facts and law cited in their Brief in Support of Their Motion to Dismiss Counts I, II and III of Plaintiff's Second Amended Complaint.

WHEREFORE, Defendants respectfully request that the Court: (1) enter an order dismissing Counts I, II and III of SMV's Second Amended Complaint with prejudice; and (2) grant Defendants any and all other relief that the Court may deem appropriate.

Dated: October 22, 2013

Respectfully submitted,

HONIGMAN MILLER SCHWARTZ &
COHN LLP

By: /s/ Jeffrey K. Lamb
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DIANE STIDHAM, and DANNY MANDEL

CERTIFICATE OF SERVICE

I hereby certify that counsel of record, who are deemed to have consented to electronic service in the above-referenced case, are being served this 22nd day of October, 2013 with a copy of the above-document via the court's CM/ECF System per Local Rule CV-5(a)(3).

/s/ Jeffrey K. Lamb

Jeffrey K. Lamb